

**THE HAY HALL GROUP LIMITED**  
**COMPANY NUMBER 03141672**  
**(the "Company")**

**WRITTEN RESOLUTIONS OF THE MEMBERS OF THE COMPANY PURSUANT TO SECTION 288  
OF THE COMPANIES ACT 2006**

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The directors of the Company propose that the Reorganisation Resolution, the Section 550 Resolution and the Section 175(5)(a) Resolution be passed by the Company as ordinary resolutions and the New Articles Resolution and the Change of Name Resolution be passed by the Company as special resolutions:

**ORDINARY RESOLUTIONS**

**Reorganisation**

1. **THAT** the Altra Industrial Motion Corp. group of companies, of which the Company is a member, propose to undertake a corporate reorganisation (the "**Reorganisation**"), with the aim of: (i) rationalising the structure of its UK group, including eliminating dormant and non-trading entities; (ii) enabling the efficient flow of dividends from its UK trading subsidiaries; and (iii) establishing a sub-group of trading companies held directly by The Hay Hall Group Limited **AND THAT** in respect of the Company the Reorganisation and the various transactions to effect the Reorganisation as contemplated by the Steps Plan and Documents List (the "**Steps Plan**") (attached to this written resolution) be approved.

**Section 550 Authority**

2. **THAT**, in accordance with paragraph 43(1), Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the Directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006.

**Section 175(5)(a) Authority**

3. **THAT**, in accordance with paragraph 47(3)(b), Schedule 4 of the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, the Directors of the Company are hereby given authority to authorise matters giving rise to an actual or potential conflict of the purposed of section 175 of the Companies Act 2006.



## SPECIAL RESOLUTIONS

### Adoption of New Articles


4. **THAT:**
- 4.1 the articles of association of the Company be amended by deleting all of the provisions formerly in the Company's memorandum of association, which by virtue of section 28 of the Companies Act 2006, are treated as provisions of the Company's articles of association; and
- 4.2 the Articles of Association (attached to this written resolution) be and are hereby approved and adopted as the new articles of association of the Company in substitution for and, to the exclusion of, all existing articles of association of the Company.

### Change of Name

5. **THAT** the name of the company be changed to Altra Industrial Motion UK Limited.

*Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is, the first date on which copies of the resolutions are sent to members, being 9 February 2018) should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to the registered address of the Company for the attention of the Company Secretary.*

*These resolutions are conditional upon them being passed by the requisite majority by the end of the period of 28 days beginning with the circulation date, otherwise they will lapse.*

Agreed	Holding 100% of the issued share capital in the Company
Signed 	
For and on behalf of	
<b>Hay Hall Holdings Limited</b>	
Date 9 February 2018	

Attachments:

Steps Plan

Articles of Association

**PRINT OF WRITTEN RESOLUTION**

**THE HAY HALL GROUP LIMITED**  
**COMPANY NUMBER 03141672**  
**(the "Company")**

**WRITTEN RESOLUTIONS OF THE MEMBERS OF THE COMPANY PURSUANT TO SECTION 288  
OF THE COMPANIES ACT 2006**

**PASSED ON 9 FEBRUARY 2018**

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The following written resolutions, having been duly proposed by the directors of the Company, were duly passed by the Company as ordinary resolutions and special resolutions.

**ORDINARY RESOLUTIONS**

**Section 550 Authority**

1. **THAT**, in accordance with paragraph 43(1), Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the Directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006.

**Section 175(5)(a) Authority**

2. **THAT**, in accordance with paragraph 47(3)(b), Schedule 4 of the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, the Directors of the Company are hereby given authority to authorise matters giving rise to an actual or potential conflict of the purposed of section 175 of the Companies Act 2006.

**SPECIAL RESOLUTIONS**

**Adoption of New Articles**

3. **THAT:**
  - 3.1 the articles of association of the Company be amended by deleting all of the provisions formerly in the Company's memorandum of association, which by virtue of section 28 of the Companies Act 2006, are treated as provisions of the Company's articles of association; and
  - 3.2 the Articles of Association (attached to this written resolution) be and are hereby approved and adopted as the new articles of association of the Company in substitution for and, to the exclusion of, all existing articles of association of the Company.

**Change of Name**

4. **THAT** the name of the company be changed to Altra Industrial Motion UK Limited.

Signed  .....

Director/Company Secretary

for and on behalf of **THE HAY HALL GROUP LIMITED**

Attachment:

Articles of Association



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company Number 3141672

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**THE HAY HALL GROUP LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England and Wales; has changed its name to:

**ALTRA INDUSTRIAL MOTION UK LIMITED**

Given at Companies House on **10th March 2018**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**